

upon the occurrence of certain undertakings of the Parties, the sole shareholder of Key Ingredient Corporation would be SEB Alliance.

4. Because of the covenant of confidentiality, but in light of the circumstance that all shareholders have notice of the proposed settlement and have expressly agreed to the proposed settlement, the parties ask that the Court not require the terms of the settlement to appear of record. The parties will furnish the Court *in camera* such information, if any, as the Court may request concerning the economic terms of the settlement.

5. If the Court grants approval, then the parties will file an agreed motion to dismiss promptly.

6. A suggested form of order is filed with this motion.

Respectfully submitted,

/s/ Matthew C. Powers

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CERTIFICATE OF SERVICE

I hereby certify that on the 24th day of December 2013, I electronically filed the foregoing with the Clerk of Court using the CM/ECF system which will send notification of such filing to the following:

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